

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>In re:</p><p>ALTA MESA RESOURCES, INC., <i>et al.</i>,</p><p style="text-align: center;">Debtors.¹</p></div><div style="width: 10%; text-align: center;"><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p></div><div style="width: 10%; vertical-align: top;"><p>Chapter 11</p><p>Case No. 19-35133 (MI)</p><p>(Jointly Administered)</p></div></div>	
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AMR/AMH DEBTORS' EXHIBIT AND WITNESS LIST

SRII Opco, LP and SRII Opco GP, LLC together with the Initial Debtors² (collectively, the “AMR/AMH Debtors”) file this Exhibit and Witness List for the hearing to be held on February 25, 2020 at 2:00 p.m. in Courtroom 404 of the United States Courthouse, 515 Rusk Street, Houston, Texas 77002.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); Oklahoma Energy Acquisitions, LP (3762); SRII Opco GP, LLC (3729); SRII Opco, LP (5874); Kingfisher Midstream, LLC (1357); Kingfisher STACK Oil Pipeline, LLC (8858); Oklahoma Produced Water Solutions, LLC (0256); and Cimarron Express Pipeline, LLC (1545). The Debtors’ mailing address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

² The “Initial Debtors” include Alta Mesa Resources, Inc. (“AMR”) and the AMH Debtors. The “AMH Debtors” include Alta Mesa Holdings, LP (“AMH”), Alta Mesa Holdings GP, LLC, OEM GP, LLC, Alta Mesa Finance Services Corp, Alta Mesa Services, LP, and Oklahoma Energy Acquisitions, LP.

EXHIBITS

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
1.	Cash Collateral Budget for Period from February 29, 2020 through May 1, 2020						
2.	AMH Debtor/Committee Budget Negotiation Timeline						
3.	Declaration re: Declaration of John C. Regan, Chief Financial Officer of the Debtors, in Support of the Chapter 11 Petitions and First Day Motions [Docket No. 16]						
4.	Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 63]						
5.	Second Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 308]						
6.	Third Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 481]						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
7.	Final Order Under Bankruptcy Code Sections 105(2), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 567]						
8.	Amended Final Order Under Bankruptcy Code Sections 105(2), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 600]						
9.	Order (I) Authorizing (A) Sale of Assets Free and Clear of all Liens, Claims, Encumbrances and Interests and (B) the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (II) Approving Compromise and Settlement Pursuant to Bankruptcy Rule 9019; and (III) Granting Related Relief [Docket No. 1013]						
10.	Any pleadings, reports, exhibits, transcripts, proposed orders, Court orders, or other documents filed in the above-captioned bankruptcy case						
11.	Any exhibit introduced by any other party						
12.	Rebuttal or impeachment exhibits as necessary						

WITNESSES

The AMR/AMH Debtors may call the following witnesses at the hearing:

1. Robert Albergotti
2. John C. Regan
3. Rebuttal or impeachment witnesses as necessary.
4. Any witness listed by any other party.
5. Any witness necessary to lay foundation for the admission of exhibits.

The AMR/AMH Debtors reserve their right to amend or supplement this Exhibit and Witness List as necessary in advance of the hearing.

Dated: February 21, 2020.

By: /s/ John F. Higgins

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